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MERGER OR SHARE EXCHANGE

SPEEDY LUBE, INC.

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Mergers

12/23/05

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ARTICLES OF MERGER
OF
TEN MINUTE OIL CHANGE, INC.,
A FLORIDA CORPORATION
AND
SPEEDY LUBE, INC.,
A FLORIDA CORPORATION
INTO
SPEEDY LUBE, INC.

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Under Section 607.1101 of the Florida Business Corporation Act

1. The name of the surviving domestic corporation is Speedy Lube, Inc., a Florida corporation, and the name of the domestic corporation being merged into the surviving domestic corporation Ten Minute Oil Change, Inc., a Florida corporation.

2. Speedy Lube, Inc. filed its Articles of Incorporation with the Florida Secretary of State on March 31, 2001, and its Florida registration number is PO1000023511, and its Federal Employer Identification Number is 65-1094118. Its principal office is located at 2834 N.E. 12th St., Pompano Beach, FL 33062.

3. Ten Minute Oil Change, Inc. filed its Articles of Incorporation with the Florida Secretary of State on March 31, 2001, and its Florida registration number is PO1000023508, and its Federal Employer Identification Number is 65-1094155. Its principal office is located at 2834 N.E. 12th St., Pompano Beach, FL 33062.

4. The attached Agreement and Plan of Merger has been approved, adopted and acknowledged by Speedy Lube, Inc., the surviving corporation, in accordance with provisions of Section 607.1101 and Section 607.1102 of the Florida Business Corporation Act, and by Ten Minute Oil Change, Inc., the merging corporation, in accordance with the provisions of Section 607.1101 and Section 607.1102 of the Florida Business Corporation Act.

5. The Articles of Incorporation of Speedy Lube, Inc., a Florida corporation, as now in effect, shall continue to be the Articles of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

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6. The name of the surviving corporation is: Speedy Lube, Inc. which will continue its existence under its present name.

7. The effective date of the Merger is JANUARY 1, 2004.

SPEEDY LUBE, INC.,
a Florida corporation

By: Gregory P. Biersals
Gregory P. Biersals, President

TEN MINUTE OIL CHANGE, INC.,
a Florida corporation

By: Gregory P. Biersals
Gregory P. Biersals, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger") dated JANUARY 1, 2004, is made by and between Speedy Lube, Inc., a Florida corporation ("Speedy" or "Surviving Entity") and Ten Minute Oil Change, Inc., a Florida corporation ("Ten" or "Merging Entity"). Speedy and Ten may sometimes hereinafter collectively be referred to as the "Constituent Entities" and individually as a "Constituent Entity".

WITNESSETH:

WHEREAS, Speedy is a corporation duly organized and existing under the laws of the State of Florida with its principal offices located at 2834 N.E. 12th St., Pompano Beach, FL 33062, and its Federal Employer Identification Number is 65-1094118. Speedy's authorized capital stock consists of 600 shares of common stock, \$1.00 par value, of which 400 shares are issued and outstanding (hereinafter sometimes referred to as the "Surviving Entity Shares"); and

WHEREAS, Ten is a corporation duly organized and existing under the laws of the State of Florida with its principal offices located at 2834 N.E. 12th St., Pompano Beach, FL 33062, and its Federal Employer Identification Number is 65-1094155. Ten's authorized capital stock consists of 600 shares of common stock, \$1.00 par value, of which 400 shares are issued and outstanding (hereinafter sometimes referred to as the "Merging Entity Shares"); and

WHEREAS, the Agreement and Plan of Merger meets the requirements of the Florida Business Corporation Act ("FBCA") and were approved by each Constituent Entity, in accordance with the FBCA; and

WHEREAS, the merger ("Merger") is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation or By-laws of any Constituent Entity.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE 1

Upon the terms and subject to the conditions set forth herein, Ten shall be merged with and into Speedy effective as of JANUARY 1, 2004, upon filing of Articles of Merger with the Florida Department of State in accordance with Section 607.1105 of the FBCA (the time of the filing may hereafter be referred to as the "Effective Time"). As of the Effective Time, the separate corporate existences of Ten shall cease and Speedy shall be the Surviving Entity. The separate existence of Speedy as a corporation shall continue unaffected and unimpaired by the Merger.

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1.1 The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Entity at and after the Effective Time until duly amended in accordance with the laws of the State of Florida.

1.2 The By-laws of the Surviving Entity, as in effect immediately prior to the Effective Time, shall remain in effect and be the By-laws of the Surviving Entity at and after the Effective Time until duly amended in accordance with applicable law.

ARTICLE 2

2.1 At the Effective Time, all Merging Entity Shares held by its shareholders shall be surrendered to Surviving Entity Share (such shareholders referred to collectively as the "Entity Owners" and individually as an "Entity Owner").

2.2 After surrender to the Surviving Entity by the Entity Owners of all certificates of the Merging Entity Shares registered in such Entity Owner's names, the Merging Entity Shares shall be cancelled, with no need to issue additional shares in the Surviving Entity.

2.3 After the Effective Time, there shall be no further registration of transfers on the share transfer books of the Surviving Entity with respect to any Merging Entity Shares which were outstanding immediately prior to the Effective Time.

ARTICLE 3

When the Merger has been effected:

3.1 The separate existences of the Ten shall cease and the existence and identity of Speedy as a corporation shall continue as the Surviving Entity.

3.2 Speedy shall have the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities, of a corporation under the FBCA.

3.3 Speedy shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Entities; and all property, real (immovable), personal (movable), intangible and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other choses of action, and all and every other interest, belonging to any of the Constituent Entities, shall be taken and deemed to be transferred to and vested in Speedy without act or deed.

3.4 Speedy shall be responsible and liable for all liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or threatened against either of the Constituent Entities may be prosecuted as if such Merger had not taken place or Speedy may be substituted in its place. Neither the

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rights of creditors nor liens upon the property of any of the Constituent Entities shall be impaired by the Merger.

ARTICLE 4

4.1 **Counterparts.** This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.2 **Date of Shareholders' Approval.** This Agreement and Plan of Merger were duly approved and adopted by the unanimous written consent of all of the shareholders of each Constituent Entity dated as of JANUARY 1, 2004.

4.2 **Date of Board Approval.** This Agreement and Plan of Merger were duly approved and adopted by the written action of the Board of Directors of each Constituent Entity dated as of JANUARY 1, 2004.

ARTICLE 5

This Agreement and Plan of Merger complies with and is executed in accordance with the provisions of the FBCA.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement and Plan of Merger to be executed by their respective managers hereunto duly authorized.

SPEEDY LUBE, INC.,
a Florida corporation

By: 

Gregory P. Bigrals, President

TEN MINUTE OIL CHANGE, INC.,
a Florida corporation

By: 

Gregory P. Bigrals, President

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